

Robert A. Julian (SBN 88469)
Cecily A. Dumas (SBN 111449)
BAKER & HOSTETLER LLP
600 Montgomery Street, Suite 3100
San Francisco, CA 94111-2806
Telephone: 415.659.2600
Facsimile: 415.659.2601
Email: rjulian@bakerlaw.com
Email: cdumas@bakerlaw.com

Eric E. Sagerman (SBN 155496)
David J. Richardson (SBN 168592)
Lauren T. Attard (SBN 320898)
BAKER & HOSTETLER LLP
11601 Wilshire Blvd., Suite 1400
Los Angeles, CA 90025-0509
Telephone: 310.820.8800
Facsimile: 310.820.8859
Email: esagerman@bakerlaw.com
Email: drichardson@bakerlaw.com
Email: lattard@bakerlaw.com

Counsel for Official Committee of Tort Claimants

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**APPLICATION OF THE OFFICIAL
COMMITTEE OF TORT
CLAIMANTS FOR FINAL
APPROVAL OF EXPENSE
REIMBURSEMENT FOR ALL
EXPENSES INCURRED FOR THE
PERIOD FROM FEBRUARY 15, 2019
THROUGH JULY 1, 2020
PURSUANT TO 11 U.S.C.
§ 503(b)(3)(F)**

[No hearing requested]

DATE: TBD
TIME: TBD

OBJECTION DATE:
September 21, 2020 at 4:00 p.m. (PDT)

1 The Official Committee of Tort Claimants (the “**TCC**”), representing the largest group of
2 stakeholders in the jointly administered bankruptcy cases (the “**Bankruptcy Cases**”) of PG&E
3 Corporation and Pacific Gas and Electric Company (the “**Debtors**” or “**Reorganized Debtors**”),
4 hereby submits this application (the “**Application**”) for entry of an order, substantially in the form
5 attached hereto as **Exhibit A**, pursuant to section 503(b)(3)(F) of title 11 of the United States Code
6 (the “**Bankruptcy Code**”), and the Order Pursuant to 11 U.S.C §§ 503(b)(3)(F) and 105(a)
7 Establishing Procedures for Reimbursement of Expenses of Members of the Official Committee of
8 Tort Claimants and Official Committee of Unsecured Creditors dated April 9, 2019 [Docket No.
9 1305] (the “**Reimbursement Procedures Order**”), for final allowance of reimbursement payments
10 (the “**Reimbursement Payments**”) made to TCC members (the “**Members**”) for actual and
11 necessary expenses incurred in connection with the Members’ service on the TCC prior to the
12 effective date of the Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization
13 Dated June 19, 2020 (the “**Plan**”).

14 The TCC seeks final approval of reimbursement of expenses incurred totaling **\$35,776.52**.

15 This Application is based upon the contents hereof, together with the exhibits, the pleadings,
16 papers, and records on file in the Bankruptcy Cases, and any evidence or argument that the Court
17 may entertain at the time of any hearing on the Application.

18 **RELEVANT BACKGROUND**

19 1. On January 29, 2019 (the “**Petition Date**”), the Debtors filed the Bankruptcy Cases.
20 The Debtors continued to operate their businesses and manage their properties as debtors-in-
21 possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code during the period of time
22 covered by this Application. The Bankruptcy Cases are being jointly administered for procedural
23 purposes only pursuant to Bankruptcy Rule 1015(b).

24 2. On February 15, 2019, the Office of the UST filed an Appointment of the Official
25 Committee of Tort Claimants [Docket No. 453]. Following the resignation of Richard Heffern
26 from the original TCC and the addition of Tommy Wehe, on February 21, 2019, the UST filed the
27 Amended Appointment of the Official Committee of Tort Claimants [Docket No. 530]. Following
28 the resignation of Kirk Trostle and GER Hospitality, LLC, the UST filed the Second Amended

Appointment of the TCC on March 27, 2020 [Docket No. 6503]. On April 3, 2020, following the resignation of Karen K. Gowins, the UST filed the Third Amended Appointment of the TCC [Docket No. 6613]. The current members of the TCC are: (i) Tommy Wehe; (ii) Angelo Loo; (iii) Agajanian, Inc.; (iv) Susan Slocum; (v) Samuel Maxwell; (vi) Karen M. Lockhart; (vii) Wagner Family Wines-Caymus Vineyards; and (viii) Gregory Wilson.

3. On March 10, 2019, the TCC filed its *Motion of the Official Committee of Tort Claimants Pursuant to 11 U.S.C. §§ 503(b)(3)(F) and 105(a) to Establish Procedures for Reimbursement of Expenses of Tort Committee Members* [Docket No. 813] (the “**Reimbursement Motion**”). On April 10, 2019, the Court entered the Reimbursement Procedures Order. A true and correct copy of the Reimbursement Procedures Order [Docket No. 1305] is attached hereto as **Exhibit B**.

4. In connection with their service on the TCC, the Members attended regular TCC meetings, attended court hearings, printed documents and undertook additional activities which caused the Members to incur various regular expenses including tolls, parking, mileage, for hire vehicle fares, hotel stays, airfare, and meals while traveling. The Members personally paid for these expenses in performance of their duties on the TCC.

RELIEF REQUESTED AND SUMMARY OF EXPENSES INCURRED

5. The TCC requests allowance and reimbursement of Members’ actual, reasonable, and necessary out-of-pocket expenses in the amount of **\$35,776.52**. The TCC submits that all expenses incurred were reasonable and necessary, incurred in connection with the Members’ service on the TCC, and should be allowed on a final basis by the Court. The expenses the Members incurred are set forth in detail on the committee expense forms that may be found on the Court’s docket at Docket Nos. 2439, 3109, 3393, 3770, 4047, 4504, 5317, 5679, 6726, 8281 and 8762, and are summarized in the following charts.

COMMITTEE MEMBER	TOTAL EXPENSES
Karen Lockhart (Chair)	\$2,968.87

COMMITTEE MEMBER	TOTAL EXPENSES
Gary Agajanian (Member)	\$8,042.57
Karen Gowins (Former Member)	\$4,126.35
Angela Loo (Member)	\$9,595.19
Samuel Maxwell (Member)	\$3,180.02
Susan Slocum (Member)	\$7,533.52
Gregory Wilson (Member)	\$330.00
TOTAL	\$35,776.52

EXPENSE CATEGORY	TOTAL EXPENSES
Lodging	\$12,634.92
Meals	\$2,555.29
Mileage Reimbursement	\$6,425.48
Transportation/Parking/Tolls	\$13,903.52
Miscellaneous	\$256.89
TOTAL	\$35,776.52

BASIS FOR RELIEF

6. The Reimbursement Procedures Order states in part that “Counsel to the Tort Committee and the UCC each shall file applications for final approval of expense reimbursement of all expenses allowed under this Order pursuant to Bankruptcy Code §503(b)(3)(F) within the time frame directed by the Court.”¹ Section 503(b)(3)(F) of the Bankruptcy Code allows for an

¹ Section 2.2 of the Plan requires Professionals to file their final fee applications within sixty (60) days of the effective date of the Plan. While the TCC doesn’t believe that this deadline applies to it, out of an abundance of caution, the TCC is filing the Application within the deadline imposed by the Plan for Professionals. The TCC reserves the right to file additional applications to the extent that its Members incur additional expenses.

1 administrative expense claim for the actual and necessary expenses “incurred by a member of a
2 committee appointed under section 1102 of this title, if such expenses are incurred in performance
3 of the duties of such committee.” 11 U.S.C. § 503.

4 7. Given the events and circumstances surrounding these Chapter 11 Cases, active
5 involvement by the Members has been critical to an equitable and just resolution of the issues in
6 these cases, including the ultimate treatment of the various tort claims. As victims themselves, the
7 Members have limited resources and reimbursement of their expenses has facilitated meaningful
8 participation by the Members.

9 8. Accordingly, pursuant to section 503(b)(3)(F) of the Bankruptcy Code and the
10 Reimbursement Procedures Order, the TCC requests that the Court enter an order approving the
11 Members’ reimbursement on a final basis. The TCC respectfully submits that the amounts the TCC
12 requests for expenses are fair and reasonable given the labor required and outcome achieved.

13 **CONCLUSION**

14 9. Accordingly, the TCC respectfully requests that this Application for allowance of
15 expenses, on a final basis, be granted in all respects.

16 WHEREFORE, the TCC respectfully seeks entry of an order, substantially in the form as
17 **Exhibit A:**

18 1. Awarding final allowance of Reimbursement Payments in the amount of
19 **\$35,776.52.**

20 2. Authorizing and directing the Reorganized Debtors to make prompt payment to the
21 TCC, through its counsel Baker & Hostetler LLP, in the total amount of \$9,595.19, which is the
22 difference between the amount requested and the amount already paid by the Debtors pursuant to
23 the Reimbursement Procedures Order.

24
25
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

3. Granting such other and further relief as the Court may deem just and proper.

Dated: August 31, 2020.

BAKER & HOSTETLER LLP

By: /s/ Cecily A. Dumas
Cecily A. Dumas

*Counsel to the Official Committee of Tort
Claimants*

Notice Parties

PG&E Corporation c/o Pacific Gas & Electric Company Attn: Janet Loduca, Esq. 77 Beale Street San Francisco, CA 94105	Keller & Benvenuti LLP Attn: Tobias S. Keller, Esq. Jane Kim, Esq. 650 California Street, Suite 1900 San Francisco, CA 94108
The Office of the United States Trustee for Region 17 Attn: James L. Snyder, Esq. Timothy Laffredi, Esq. 450 Golden Gate Avenue, 5th Floor, Suite #05-0153 San Francisco, CA 94102	Milbank LLP Attn: Dennis F. Dunne, Esq. Sam A. Khalil, Esq. 55 Hudson Yards New York, NY 10001-2163
Milbank LLP Attn: Paul S. Aronzon, Esq. Gregory A. Bray, Esq. Thomas R. Kreller, Esq. 2029 Century Park East, 33rd Floor Los Angeles, CA 90067	Weil, Gotshal & Manges LLP Attn: Stephen Karotkin, Esq. Jessica Liou, Esq. Matthew Goren, Esq. 767 Fifth Avenue New York, NY 10153-0119
Bruce A. Markell Fee Examiner 541 N. Fairbanks Court Suite 2200 Chicago, IL 60611-3710	Scott H. McNutt 324 Warren Road San Mateo, CA 94402